



DISCLAIMER: This English document is translated using a machine translation. You may use this for reference purposes only, fully understanding that it may include inaccurate translations. It is your sole responsibility if you rely not on the Japanese original but on this translation.

September 9, 2025

To whom it may concern

Company name Uchida Yoko Co., Ltd.
Name of representative Noboru Okubo
President and CEO
(Securities Code: 8057, TSE Prime)
Inquiries Shoichiro Satoh
Director and Lead Executive Officer,
Executive Manager of Corporate Operations,
Human Resources & General Affairs
Management Group
(Phone:+81-3-3555-4072)

Notice Concerning Disposal of Treasury Shares for Restricted Stock Compensation

Uchida Yoko Co., Ltd. (the "Company") hereby announces that it has resolved, at a meeting of the Board of Directors held on September 9, 2025, to dispose of treasury shares as restricted stock compensation (hereinafter referred to as the "Disposal of Treasury Shares"). Details are as follows.

1. Overview of disposal

(1) Date of disposal	September 30, 2025
(2) Class and number of shares to be disposed of	Company common shares 10,165 shares
(3) Disposal price	11,360 yen per share
(4) Total disposal amount	115,474,400 yen
(5) Scheduled disposal recipient	Director* 6 persons 7,625 shares *Excluding Outside Directors Executive Officer 20 persons 2,540 shares
(6) Other matters	The Company will submit an extraordinary report pursuant to the Financial Instruments and Exchange Act regarding the Disposal of Treasury Shares.

2. Purpose and reason for disposal

The Company resolved, at a meeting of its Board of Directors held on September 10, 2019, to introduce a stock compensation plan that issues restricted shares to eligible Directors (hereinafter referred to as the "Plan") with the objectives of providing incentives to Directors of the Company (excluding Outside Directors; hereinafter collectively referred to as "Eligible Directors") for the sustained improvement of the corporate value, and of further promoting value sharing with

shareholders, and at the 81st Ordinary General Meeting of Shareholders of the Company held on October 12, 2019, it was approved to set the total amount of monetary compensation claims to be paid to Eligible Directors as compensation, etc., for restricted shares under the Plan at 100 million yen or less per year, to set the total number of restricted shares to be allotted to Eligible Directors in each fiscal year at a maximum of 40,000 shares, and to set the transfer restriction period for restricted shares between 3 years and 30 years as determined by the Board of Directors of the Company. At the 83rd Ordinary General Meeting of Shareholders of the Company held on October 16, 2021, approval was obtained to revise the total amount of monetary compensation claims to be paid to Eligible Directors as compensation, etc., related to restricted shares from 100 million yen or less per year, to 150 million yen or less per year.

A stock compensation plan similar to this Plan has also been introduced for executive officers who do not concurrently serve as a Director of the Company (hereinafter referred to as "Eligible Executive Officers").

Today, by a resolution at a meeting of the Board of Directors of the Company, it was resolved that 10,165 shares of the Company common stock will be allotted as restricted shares by paying a total of 115,474,400 yen in monetary compensation claims to 6 Eligible Directors and 20 Eligible Executive Officers of the Company (hereinafter referred to as "Eligible Allottees") who are scheduled allottees, as restricted stock compensation for the period from the 86th Ordinary General Meeting of Shareholders of the Company (October 12, 2024) to July 20, 2025, the end of the 87th fiscal year for Eligible Directors, and for the period of the 87th fiscal year from July 21, 2024 to July 20, 2025, for Eligible Executive Officers, and by those Eligible Allottees providing, by way of contribution in kind, the entirety of such monetary compensation claims. The amount of monetary compensation claim for each Eligible Allottee has been determined by comprehensively considering various matters, such as the degree of contribution of each Eligible Allottee in the Company. In addition, the said monetary remuneration claims will be provided on the condition that each Eligible Allottee shall execute a Restricted Stock Allotment Agreement (hereinafter referred to as "Allotment Agreement") with the Company, which basically includes the following details.

The transfer restriction period is set at 30 years in order to realize the objectives of introducing the Plan, which are to provide incentives to Eligible Allottees for the sustained improvement of the corporate value, and of further promoting value sharing with shareholders, for as long as possible.

3. Overview of the Allotment Agreement

(1) Transfer restriction period

September 30, 2025 – September 29, 2055

During the transfer restriction period set forth above (hereinafter referred to as the "Transfer

Restriction Period"), the Eligible Allottees may not transfer, pledge, create a security interest on, or otherwise dispose of the allotted shares (hereinafter referred to as "Transfer Restrictions").

(2) Acquisition of restricted shares without consideration

The Company shall automatically acquire all of the allotted shares for which the Transfer Restrictions have not been lifted at the time of expiration of the Transfer Restriction Period, without consideration, at the time immediately after expiration of the Transfer Restriction Period.

In addition, if any event stipulated in the Allotment Agreement occurs during the Transfer Restriction Period, the Company shall automatically acquire the number of allotted shares stipulated in the Allotment Agreement without consideration.

(3) Lifting of transfer restrictions

Upon expiration of the Transfer Restriction Period, the Company shall release the Transfer Restrictions on all the allotted shares held by the Eligible Allottee at that time, on the condition that the Eligible Allottee continues to hold a certain position, such as a director of the Company, during the Transfer Restriction Period. However, if the Eligible Allottee resigns from the position of Director or other certain position of the Company before expiration of the Transfer Restriction Period for the reason set forth in the Allotment Agreement, Transfer Restrictions related to the allotted shares shall be lifted immediately after the resignation.

(4) Provisions on the management of shares

The Eligible Allottee shall complete the opening of an account with SMBC Nikko Securities Inc. to describe or record the allotted shares in the method designated by the Company, and shall hold and keep the allotted shares in the said account until the transfer restrictions are lifted.

(5) Treatment in case of organizational restructuring, etc.

During the Transfer Restriction Period, if a merger agreement under which the Company becomes a dissolved company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary, or any other proposal related to organizational restructuring, etc., is approved at a general meeting of shareholders of the Company (or by the Board of Directors of the Company in cases where the organizational restructuring, etc., does not require an approval by a general meeting of shareholders of the Company), Transfer Restrictions related to the allotted shares will be lifted immediately prior to the business day preceding the effective date of said organizational restructuring, etc., by a resolution of the Board of Directors.

In this case, the Company shall automatically acquire, without consideration, all of the allotted shares for which the Transfer Restrictions have not been lifted on the business day preceding the effective date of the organizational restructuring, etc., in accordance with the above provisions.

4. Basis of calculation and specific details of the amount to be paid in

The disposal price for the Disposal of Treasury Shares has been set at 11,360 yen, which is the closing price of the Company common shares on the Tokyo Stock Exchange on the business day immediately preceding the resolution date of the Board of Directors of the Company (September 8, 2025), in order to set the price without arbitrariness. This is the market share price immediately preceding the date of resolution at the meeting of the Board of Directors of the Company, and we believe that it is reasonable and is not considered particularly favorable.